

Dear [Name],

I am very pleased to inform you that your appointment to the Court of the University of Aberdeen was approved by the Governance & Nominations Committee and Court on [Dates].

Following the satisfactory completion of our pre-appointment checks, I write to formally confirm your appointment as a charity trustee (and governor) of the University of Aberdeen (charity registration number SC013683) with effect from [Date], and to provide further details about your role and the work of the University.

The Court requires that you **confirm in writing** that in accepting your appointment as an independent member of Court you understand your responsibilities and agree to adhere to the terms of your appointment as set out in this letter.

Appointment

You are hereby appointed by the Court as an independent member of Court.

Terms of Office

Your tenure as a trustee is for a period of three years. Trustees may currently be re-appointed for up to a further two terms, for a maximum of nine years. Reappointment decisions are subject to satisfactory annual reviews and reflection by the Governance and Nominations Committee on the skills needs of Court.

Governance Arrangements

The University's governing instruments are comprised of a number of Acts, Statutory Instruments, ordinances and resolutions. This is collated and available for reference within the induction documentation provided with this letter.

I am available to answer any questions you may have regarding the governing instruments of the University, should you so require.

Charity Trustee Duties

In addition to the specific statutory duties imposed on a charity trustee by the Charities and Trustee Investment (Scotland) Act 2005, as amended by the Charities (Regulation and Administration) (Scotland) Act 2023, and other relevant legislation, you are under a general duty to act reasonably and make decisions in accordance with your duty of care. You are under a duty to act prudently and in good faith. As a charity trustee you must exercise your powers for the benefit of the charity as a whole. Consequently, your personal interests must not be allowed to conflict with your over-riding duty to act, at all times, for the benefit of the charity and must not cause harm to the charity. As such, I enclose the University's conflicts of interest policy, along with a blank copy of the register of interests for you to complete and return to me.

If, during your period of appointment to Court, your personal circumstances change in any way that may provide a conflict of interest for you in your role, you are to declare the circumstances to me in the first instance.

As a member of the Court of the University, you are expected to conduct yourself in your role in accordance with the Seven Principles of Public Life and the Court's 'Code of Conduct for Members', adherence to which is a condition of your appointment. You should note in particular the guidance this provides on confidentiality and the registering of interests and gifts/hospitality offered to you in your capacity as a member of the Court.

A summary of the principal duties and responsibilities of a trustee is enclosed, along with the University's current code of conduct for Court members. I am obliged to advise you that failure to abide by the Code of Conduct for Members may result in the Court invoking its formal procedure for the removal of members. You should also be

aware that members of Court are subject to the University's policies and procedures where these are relevant to the undertaking of your role as a governor. Please read and familiarise yourself with the information enclosed and read and sign a copy of the trustee declaration letter. This confirms that you understand the role you have been appointed to and the terms attached to that role. Please retain a copy of that letter for your records.

Director's Liability Insurance is in place for members of Court. A copy of this policy can be arranged by contacting me.

Time Commitment

Overall, we anticipate a minimum time commitment as a member of the Court of 12-14 days per year, excluding any induction and further training/development activities. This will include attendance or participation in five meetings of the Court each year.

As a charity trustee you will be required to sit on a committee of the Court, depending on the committee, there can be between two and five meetings each academic year. Copies of terms of reference for the Court's standing committees can be found [here](#).

This does not include any further commitment that the University may invite you to undertake at your agreement to keep you in touch with its activities and priorities.

The University is required to declare the attendance of members of the Court in its annual financial statements. Meetings are held in person, but arrangements can be made for members to participate remotely if required.

By accepting this appointment, you are confirming that you are able to allocate sufficient time to meet the expectations of your role.

Expenses

You will appreciate that as a charity trustee, you will not be entitled to receive any payment for the time you spend on your duties. However, reasonable out-of-pocket expenses properly incurred in the performance of your duties as a trustee will be reimbursed in accordance with the University's [expenses policy](#). Members are encouraged to check with the clerk in advance of incurring significant expenditure, particularly in relation to accommodation and travel costs.

I should also make you aware that the University is subject to Freedom of Information legislation in Scotland and that under this we may be required to publish information regarding expenses claimed by you.

Induction and Training

The University will arrange a programme of induction meetings and further joining information for you. The University will also bring to your attention specific higher education development opportunities applicable to Court members and encourages its members to participate in these as they feel appropriate.

Court members are encouraged to discuss with the University at any stage any particular development or training that they feel would be helpful to them.

In addition to a meeting with myself as University Secretary, the Governance & Executive Support Team will also organise induction meetings for you with the following:

- Senior Governor
- Principal & Vice-Chancellor
- Chief Financial Officer
- Director of Strategic Planning, Project and Corporate Governance
- Director of Digital & Information Services
- Director of Estates & Facilities

I am also enclosing an induction pack with a number of documents which relate to Court its core business. I hope these will be comprehensive, but if you require any further information in this regard please just let myself or a member of the Governance & Executive Support Team know.

Board Papers Portal

Meeting papers and other key documents are provided to Court and Committee members via our online board papers portal. To access the system, you will need to be registered for a University IT account. In order for a member of the Governance & Executive Support Team to set this up for you, and I would be grateful if you could provide the following information (in strictest confidence):

- Full name
- Home address
- Date of birth
- Personal email address
- Home/mobile telephone number
- Work address
- Nationality

Appraisal

As a member of the Court you will be supported through appraisal by the Senior Governor on an annual basis, as well as through access to development opportunities. Further details of the process are provided by the Senior Governor prior to the commencement of each annual appraisal round.

Both Court and its Committees also complete an annual effectiveness review, to assess effectiveness across a range of key themes, outlined within the Court's tri-partite matrix structure for the evaluation of Skills, Effectiveness and Governance Maturity. The process is completed online and feedback is provided to each body as part of the June reporting cycle.

Ending your appointment

If you choose to resign from this appointment, it would be appreciated if you could give notice in order for us to manage committee business and the appointment of a replacement.

Next Scheduled Meetings

The next scheduled sessions of Court are taking place on [Dates]. If you could confirm your availability to attend as soon as possible, that would be appreciated.

The forward dates and times for Court for the remainder of the 2024-25 academic year are provided below, and calendar invitations will follow once your University IT account is confirmed. In all cases, there will be a pre-briefing and Court dinner the afternoon prior to the formal business meeting.

- Tuesday 19 November 2024 9am to 4pm
- Wednesday 26 February 2025 9am to 4pm
- Wednesday 30 April 2025 9am to 4pm
- Wednesday 25 June 2025 9am to 4pm

May I take this opportunity to congratulate you on your appointment and welcome you to the University Court. Being a charity trustee can be challenging and rewarding and I would therefore invite you to contact me at any time you may require such support and information as you may need to fulfil your responsibilities effectively.

Very best wishes,



Tracey Slaven
University Secretary & Chief Operating Officer

Enc

- [Self-declaration of Eligibility to Act as a Charity Trustee](#) (to be completed and returned to the Governance & Executive Support Team)
- [University Code of Conduct for Court Members](#)
- [Conflicts of Interests and Loyalty Policy for Court and Senior Management Team](#)
- [Blank Register of Interests Declaration Form](#) (to be completed and returned to the Governance & Executive Support Team)
- [Induction Checklist \(including a list of all induction documents provided\)](#)
- Court Induction Document Pack

Self-declaration of eligibility to act as a charity trustee

It is an offence for someone to act as a charity trustee if they do not meet the eligibility criteria. The University of Aberdeen therefore requires you to make a declaration of your validity to act as a trustee upon appointment, and annually thereafter.

Below is a declaration of your eligibility to act as a charity trustee in Scotland.

One copy should be signed and returned to the University, the other should be retained for your records.

Dear Ms Slaven

I write to confirm my acceptance of being appointed as a charity trustee of University of Aberdeen (charity registration number SC013683) with effect from 1 August 2024 to 31 July 2027, and to state that I am able to meet the time commitments required for this position.

The information provided in my appointment letter makes clear the situations in which it may be possible that I am removed from office before the end of my term of office. I am aware that I am able to resign in writing to the Senior Governor or University at any point before the culmination of my period of appointment.

I am aware of the roles and responsibilities placed upon me as a charity trustee and the duties vested in the position. I duly confirm that I am unaware of any impediments that would render me ineligible to serve as a trustee. Specifically, I declare that:

- I am aged over 18 at the date of this election or appointment.
- I am capable of managing and administering my own affairs.
- I do not have an unspent conviction for an offence:
 - involving dishonesty;
 - under sections 13 or 19 of the Terrorism Act 2000;
 - under sections 41 or 42 of the Counter-Terrorism Act 2008 (Part 4)
 - for money laundering within the meaning of section 415 of the Proceeds of Crime Act 2002;
 - of bribery of another person or foreign public official, being bribed, or failing to prevent bribery within a commercial organisation, as detailed under the Bribery Act 2010 (sections 1, 2, 6 and 7);
 - involving perverting the course of justice including: false accusation of a crime; perjury; prevarication on oath; prison breaking or subornation of perjury
 - of wilful neglect by a public official;
 - of misconduct in public office under the law in England and Wales;
 - arising from a contravention of certain Charity Commission for England and Wales preventative orders (under the Charities Act 2011 section 77); or
 - attempting to or conspiring to commit the offence or aiding, abetting, counselling, procuring or inciting the commission of any of the above offences.
- I have not been convicted of an offence under the Charities and Trustee Investment (Scotland) Act 2005 or the Charities (Regulation and Administration) (Scotland) Act 2023
- I am not subject to an order made under section 7 of the Law Reform Act (Miscellaneous Provisions) (Scotland) Act 1990, preventing me from being concerned in the management or control of any relevant organisation or body.
- I have not been found in contempt of court in England and Wales in civil proceedings for making a false disclosure statement, or making a false statement in a document verified by a statement of truth, or causing such a statement to be made.
- I have not been found guilty in the High Court of disobeying a Charity Commission for England and Wales order or direction.
- I have not been found guilty in the High Court of Justice of disobeying a Charity Commission Northern Ireland order.
- I have not been removed from:
 - a position of management or control of a charity in Scotland for mismanagement or misconduct by the Scottish charity regulator or the High Court;
 - management or control of a body under section 34(5)(e) of the Charities and Trustee

- Investment (Scotland) Act 2005, or earlier legislation.
 - trusteeship, charity trusteeship or as an officer, agent or employee of a charity by a relevant order in England and Wales under section 181 or 79(2) of the Charities Act 2011 or section 18(2) of the Charities Act 1993 or section 20 (1A) of the Charities Act 1960 or by the High Court of Justice in England due to misconduct in the administration of the charity – either responsible for, contributed to, or facilitated;
 - trusteeship or charity trusteeship for a charity by order made by the Charity Commission for England and Wales;
 - trusteeship or charity trusteeship by a relevant order in Northern Ireland.
- I am not subject to an order made by the Charity Commission for England and Wales (under section 181 Charities Act 2011 – disqualifying an individual in relation to all charities, type of charity or specific charity).
 - I am not an undischarged bankrupt (under the Bankruptcy (Scotland) Act 2016 or the Insolvency Act 1986), or subject to a specified bankruptcy related measure: involving my estate being sequestrated, or being adjudged bankrupt or who has granted a trust deed for or entered into an arrangement with creditors. (You may make this declaration if the relevant bankruptcy or sequestration order has been discharged).
 - I am not subject to a disqualification order or undertaking under the Company Director Disqualification Act 1986, including Company Directors Disqualification (Northern Ireland) Order 2002.
 - I am not a designated individual under specific anti-terrorist legislation: ISIL and Al-Qaeda (UN Sanctions and EU Exit Regulations 2019); and regulations 11-15 Counter-Terrorism (international Sanctions) (EU Exit Regulations 2019).
 - I am not subject to a disqualification order under the Criminal Justice and Court Services Act 2000.
 - I am not subject to notification requirements of Part 2 of the Sexual Offences Act 2003.
 - I am not disqualified under the Protection of Vulnerable Adults List.

For the purposes of HMRC's Gift Aid requirements I can confirm that:

- I do not have a history of tax fraud;
- I have no history of other fraudulent behaviour, including misrepresentation and/or identity theft;
- I am not someone whom HMRC is aware has been involved in attacks against or abuse of the tax system; and
- I am/have not been barred from acting as a charity trustee or company director

I understand that it is an offence to act as a charity trustee when disqualified, except in circumstances where the Office of the Scottish Charity Regulator (OSCR) has granted a waiver, and that any appointment made while disqualified will be invalid.

In order to serve the University and its beneficiaries to the best of my abilities, I appreciate that I will be required to undertake periodic development activities, and that I should liaise with the Governance and Executive Support Team to discuss further information and development needs, as appropriate.

Yours sincerely,

Signature of trustee
 Name of trustee
 Date
 Trustee address

University Court Code of Conduct

This Code of Conduct applies equally to all members of Court and adherence with it is a condition of appointment to the Court.

The Court recognises that governing bodies are entrusted with public funds and, therefore, have a particular duty to observe the highest standards of corporate governance at all times and to ensure that they are discharging their duties with due regard for the proper conduct of public business. This is a collective responsibility but one which applies equally to individual members of the Court.

The Nine Principles of Public Life in Scotland

The Court wholly endorses the nine principles advocated by the Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies and as recommended by the Scottish Code of Good HE Governance. These nine principles of Duty, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership and Respect, form the basis for this Code of Conduct and are reproduced in full below.

In practical terms, these require that the Court and its members should observe the highest standards of integrity, objectivity and honesty in the transaction of all its business. Members of Court must act fairly and impartially in the interests of the University as a whole irrespective of which constituency they may have been appointed from. Governors must avoid any action which could bring the reputation of the University into disrepute.

Confidentiality

Members are expected to maintain confidentiality and by accepting their appointment, election or nomination accept to being bound by the University's confidentiality policy.

Court papers (including draft minutes) are considered to be confidential until after the meeting has taken place although the agenda is made available to staff and students on the website in advance of the meeting. Following the meeting, Court papers except those which are deemed to be confidential are made available to staff and students through the website. Court minutes after they have been approved at the subsequent meeting are made publicly available on the website.

Register of Members' Interests

It is well understood that all members of governing bodies must act, and be seen to act, impartially and not be influenced in their role by business, social or other relationships. It is not, however, deemed sufficient to avoid impropriety there must be avoidance of any occasion for suspicion or of the appearance of improper conduct.

The Court, therefore, has a Register of Members' Interests which is available for public consultation on the University's website. Court Members will be invited to complete their entry in the Register on a bi-annual basis, but all members are asked to give the Clerk written notification of any significant additions to or deletions from entries as soon as these are known.

Declaration of Gifts and Hospitality Offered to members of Court

Court members should also register with the Clerk at any time details of any gifts to the value of over £50 or over and hospitality over £100 in relation to their role on Court, whether they were accepted or declined. The University's expenses and benefits policy at section 4 UK Bribery Act and section 122 provides further general guidance on gifts and hospitality as does section 1.6.10 of the Financial Regulations. These are available at:

<https://www.abdn.ac.uk/staffnet/working-here/expenses-and-advances-582.php>

<https://www.abdn.ac.uk/staffnet/documents/policy-zone-finance/FINANCIAL-REGULATIONS-Approved-by-Court-01032023.docx>

Removal of Members of Court

The Scottish Code of Good HE Governance requires that a governing body must act to remove a member should they materially breach the conditions of their appointment. Adherence with this Code of Conduct is a condition of appointment. The Court has agreed that it will expect any member who is in gross or persistent breach of this Code of Conduct or whose behaviour is deemed to be inimical to the reputation of the Court and the University, to resign. The Court has also approved a formal procedure for the removal of members of Court which may be invoked where a member fails to abide by the Code of Conduct or other conditions of their appointment.

Acknowledgement of this Code

New members are asked in their letter of appointment to acknowledge that they are familiar with this Code of Conduct and that they understand their obligations under it.

The Nine Principles of Public Life in Scotland

The Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies indicates that the following nine general principles of conduct should be observed in public life:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

Conflict of interests and loyalty for Court, governance committee members and the Senior Management Team

This policy applies to all Court members – including independent, elected, nominated and ex officio – lay members of governance committees and the Senior Management Team (SMT).

Why we have a policy

Charity trustees have a legal obligation to act in the best interests of the University of Aberdeen (the University) and in accordance with the University's governing instruments, and to avoid situations where there may be a potential or real conflict of interest. Staff have similar obligations and this is covered in a separate protocol (Code of practice on conflicts of interests in research and commercialisation).

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the University. Such conflicts may create problems that:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the University; or
- risk the impression that the University has acted improperly.

The aim of this policy is to protect both the University and the individuals involved from any appearance of impropriety.

The declaration of interests

Accordingly, all charity trustees/governors, lay members of Court committees and SMT are asked to declare their interests, and any gifts or hospitality offered and received in connection with their role as a charity trustee, committee lay member or SMT of the University. This declaration should include not just the individual but any connected persons (see above for a definition of a connected person). A declaration of interests form is provided for this purpose, listing the types of interests you should declare.

Declarations will be requested of individuals by the Governance and Executive Support Team twice per year (September and February) and revised accordingly. Where an individual becomes aware of any material changes to their declarations they must advise the Governance and Executive Support Team in writing within 30 days of that awareness.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Governance and Executive Support Team for confidential guidance.

A redacted version will be publicly available via the University's website, in accordance with the University's disclosure policy and any legal or regulatory requirements.

Declaring gifts and hospitality

The University currently maintains a register of gifts and hospitality for staff. This records offers of all gifts of a value over £50 and hospitality over £100, and whether they were accepted or declined by the individual(s) concerned. This register will be extended to members of Court and its committees. Relevant cross-references will be maintained by the Governance and executive Support Team in September and February each year.

Both registers will be accessible to Court and SMT members via Decision Time or at the University's Offices, where a formal request is received.

Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that trustees, Court lay members and SMT act in the best interests of the University. The information provided will not be used for any other purpose.

What to do if you face a conflict of interest or loyalty

If you believe you have a real or perceived conflict of interest or loyalty you should:

- declare the interest at the earliest opportunity; and
- withdraw from discussions and decisions relating to the conflict.

Any individuals covered by this policy with family members studying at or working for the University should not be involved in decisions that directly affect the course or service that you, or the person you are related to, receive(s).

Upon becoming aware of a conflict, you should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information. In this case you may not participate in, or influence, the decision or any vote on the matter. You will not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted item.

There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all students or staff members, or where your benefit is minimal. This action will be agreed by the Chair of the meeting and minuted accordingly.

If you fail to declare an interest that is known to the Governance and Executive Support Team or Chair of the meeting, the clerk or meeting Chair will declare that interest.

Decisions taken where a trustee, committee or SMT member has an interest

In the event of the Court or governance committee having to decide upon a question in which a trustee, committee or SMT member has an interest, all decisions will be made by vote, with a simple majority required.

A quorum must be attained and maintained for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested Court, committee or SMT members may not vote on matters directly affecting their own interests, unless the benefit is deemed to cover all or a significant proportion of the student and staff population.

All decisions under a conflict of interest will be recorded by the Governance and Executive Support Team and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion; and
- the actions taken to manage the conflict.

Where an individual financially benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Higher Education SORP.

All payments or benefits in kind to trustees and committee lay members will be reported in the University's accounts and annual report, with amounts for each individual listed for the year in question.

Where a member of the University's SMT is connected to a party involved in the supply of a service or product to the University, this information will be fully disclosed in the annual report and accounts.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

University of Aberdeen declaration of interests form

Declaration

As a charity trustee of the University of Aberdeen, I have set out below my interests in accordance with the organisation's conflicts of interest policy.

Where you have no declarations to make, please submit a 'nil' return.

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings of more than 1% of issued capital and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether these were declined or accepted in the last six months.	
Any contractual relationship with the University, its subsidiaries or associated ventures.	
Any other conflicts that are not covered by the above.	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on a six-monthly basis.

I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

I understand that the information provided will be held in accordance with The University of Aberdeen's privacy policy.

Signed:
 Position:
 Date:

Please return the signed declaration to the Governance and Executive Support Team

Conflicts of interests and loyalty policy: Supporting information

Context

It is a requirement of Scottish charity law and the Scottish Code of Good Higher Education Governance 2022 (the Code) that charity trustees act in the best interests of the charity (Chapter 9, S66(1), Charities and Trustee Investment (Scotland) Act 2005). The Code states:

Institutions must have a policy in place setting out what conflicts of interest are and how they are managed. This must clearly outline the obligation of individual members of the governing body to declare conflicts. (para. 30, 2022 version)

Guidance from OSCR (Conflicts of Interest, 2016) relating to the identification and management of conflicts of interests requires a policy to include: what a conflict of interest is and relevant examples; the difference between a conflict arising from an appointment or personal situation; when to declare a conflict and what to include; references to the governing instruments on conflicts (where there are any); and how to manage conflicts especially where a trustee is required to withdraw.

This policy meets the legal and regulatory requirements expected of the University (as a registered charity) and supports good governance practice in the identification, recording and management of conflicts of interests and loyalty for Court, its committees and the Senior Management Team.

This policy should be read in conjunction with the University's relevant policies and procedures relating to the Bribery Act 2010 (covering measures for anti-bribery and anti-corruption, for example) and the University's Code of Conduct for Court and lay members.

What is a conflict of interest or loyalty?

Trustees have a duty under common law to act in the best interests of the charity they serve. Trustees, generally, should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity. The interests of the beneficiaries and those of the University will – for the most part – be consistent or complementary, but on the occasions where a conflict does arise, the responsibility of all the trustees is to the charity.

A conflict of interest is defined by OSCR as:

'...any situation where there is a potential for a charity trustee's personal or business interests (or the interests of someone they are connected with) to be different from the interests of the charity.'

Conflict of Interest guidance, OSCR, 2016.

A conflict of interest can be both real and perceived and can arise when the interests of trustees, or 'connected persons', are incompatible or in competition with the interests of the charity. Such situations present a risk that trustees will make decisions based on these external influences, rather than the best interests of the charity.

OSCR highlights two common types of causes for a conflict of interest:

- An appointment conflict – where the interest of the person or organisation that appointed the trustee may conflict with the best interests of the charity; and
- A personal conflict – where an individual trustee's personal or business interests conflict with the best interests of the charity.

These conflicts can manifest in different ways, such as:

- A direct financial interest – when a trustee obtains a direct financial benefit via:
 - the payment of a salary or other remuneration to a trustee by the University;
 - the award of a contract to a company with which a trustee is involved; or
 - the sale of property at below market value to a trustee.
- An indirect financial interest – this arises when a close relative of a trustee benefits from the University. For example, the awarding of an employment contract to a person connected to the trustee.
- A non-financial or personal conflicts – occur where trustees receive no financial benefit, but are influenced by external factors:
 - influencing Court decisions on activities and plans to their own advantage;
 - to gain some other intangible benefit or kudos; or

- awarding contracts to friends.
- Conflicts of loyalties – trustees may have competing loyalties between the University to which they owe a primary duty and some other person or entity.

A conflict of interest can also arise from any access that all trustees may gain to confidential or privileged information by virtue of their trusteeship. All trustees should remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity. Further information relating to confidential information can be found in the University's Code of Conduct for Court members.

Occasionally there may be cases where an apparent conflict is actually in the University's best interests. While the trustees may well act with integrity, the mere appearance of a conflict can be damaging to both the University and the trustees, so conflicts need to be managed effectively. When considering how a situation may be perceived, a simple rule of thumb might be to ask: how could this be portrayed in the media?

What to declare?

On appointment, and twice annually, trustees will be asked to complete a declaration of interests. Trustees should advise the Governance and Executive Support Team of any material changes to that declaration within 30 days of becoming aware of that change.

The Governance and Executive Support Team will review and revise, where necessary, the register of interests, gifts and hospitality twice per year: September and February.

When completing a declaration of interests submission, Court members, lay committee members and SMT are asked to consider the following issues:

- current employer and the work involved therein (not applicable for SMT);
- any previous employment in which the individual still has a financial, or other, interest;
- any other appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals;
- professional and organisational memberships;
- membership of any special interest groups;
- investments in unlisted companies, partnerships and other forms of business;
- major shareholdings of more than 1% of issued capital and any beneficial interests;
- gifts or hospitality offered to the individual by external bodies and whether these were declined or accepted;
- family connections where relevant, such as the individual's spouse/partner, working at the University, or in a similar or connected body;
- a student or family member of a student at the University; and
- any contractual relationship between the individual or a connected person and the University (or any of the University's subsidiaries or associated entities).

For the purpose of this policy, a 'connected person' is defined as:

- Any person the individual in question is living with as a spouse or partner;
- Any child, stepchild or other child brought up as the individual's own or that of their partner or spouse, parent, grandchild, grandparent, brother or sister of the individual (and their spouse/partner);
- Any organisation controlled by the individual or connected to them via the first two bullet points (whether directly or through one or more nominees);
- A body corporate in which the individual or the connected persons described above has a substantial interest, i.e. more than 1% of issues shared or a controlling stake in an unlisted company; and
- A Scottish partnership in which one or more of the partners is a member of Court, its committees or SMT or connected to a member of Court, its committees and SMT.

Disclosure of registers

An up to date register of interests and another covering gifts and hospitality will be presented to the Governance and Nominations Committee twice each year and subsequently reported to Court. Any member of Court and SMT will be able to review the full registers on Decision Time.

The register relating to the conflict of interests will be made partially open to the public (via the University's website), with sensitive information kept confidential.

The register of gifts and hospitality (offered, declined and accepted) will be made publicly available. This will be available via the University's website.

Full versions of the registers for the conflicts of interest and gifts and hospitality will be made available, upon request, at the University Offices.

Each register will be operated in line with the University's commitment to transparency, good governance and legal or regulatory requirements, such as GDPR.

Court Induction Checklist 2024-25

The University induction programme for new Court members covers the role and responsibilities of the Court and its Trustees.

As a new Member of Court, you will be given the opportunity to meet with the:

- Senior Governor
- University Secretary & Chief Operating Officer
- Chief Financial Officer
- Director of Strategic Planning, Project and Corporate Governance
- Director of Digital & Information Services
- Director of Estates & Facilities

The following digital materials are provided within the pack in support of these introductions:

1. University of Aberdeen Court Handbook
2. The Advance HE brochure of Development Programmes, Conferences and Events 2024-25 (which includes a portfolio of governance development events)
3. Recent Court minutes (to be provided via the board papers portal once your user account is established)